

1 CRAVATH, SWAINE & MOORE LLP  
2 Paul H. Zumbro (*pro hac vice*)  
(pzumbro@cravath.com)  
3 Kevin J. Orsini (*pro hac vice*)  
(korsini@cravath.com)  
4 Omid H. Nasab (*pro hac vice*)  
(onasab@cravath.com)  
5 825 Eighth Avenue  
6 New York, NY 10019  
Tel: 212 474 1000  
Fax: 212 474 3700

7 *Attorneys for Debtors*  
8 *and Debtors in Possession*

KELLER & BENVENUTTI LLP  
Tobias S. Keller (#151445)  
(tkeller@kellerbenvenuti.com)  
Jane Kim (#298192)  
(jkim@kellerbenvenuti.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

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10 **UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
11 **SAN FRANCISCO DIVISION**

12 **In re:**

13 **PG&E CORPORATION,**

14 **- and -**

15 **PACIFIC GAS AND ELECTRIC**  
16 **COMPANY,**

17 **Debtors.**

- 18 ☐ Affects PG&E Corporation  
19 ☐ Affects Pacific Gas and Electric Company  
20 ☒ Affects both Debtors

21 *\* All papers shall be filed in the Lead Case*  
22 *No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**DECLARATION OF PAUL H. ZUMBRO**  
**IN SUPPORT OF**  
**RETAINED PROFESSIONALS' JOINT**  
**RESPONSE TO MOTION TO APPROVE**  
**FEE PROCEDURES AND FEE**  
**EXAMINER PROTOCOL**

1 I, Paul Zumbro, hereby declare that:

2 1. I am a partner with Cravath, Swaine & Moore LLP (“**Cravath**”), and involved  
3 in Cravath’s representation of PG&E Corporation and Pacific Gas and Electric Company (collectively,  
4 the “**Debtors**”) in connection with the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”).

5 2. I respectfully submit this Declaration in support of the Retained Professionals’  
6 Joint Response to Motion to Approve Fee Procedures and Fee Examiner Protocol dated October 1,  
7 2019 (the “**Response**”).

8 3. Attached hereto as Exhibit A is a true and correct copy of the markup of edits  
9 to the Fee Examiner Protocol [Docket No. 3762, Ex. A] proposed jointly by the Retained Professionals  
10 as set forth in the Response.

11 4. Attached hereto as Exhibit B is a true and correct copy of the revised  
12 Fee Examiner Protocol incorporating the edits proposed in Exhibit A.

13 5. Certain of Cravath’s timekeepers listed in Cravath’s First Interim  
14 Fee Application [Docket No. 3683] were law clerks during the period addressed by the First Interim  
15 Fee Application (the “**Cravath Law Clerks**”).

16 6. The educational requirements to become a law clerk at Cravath are the same as  
17 those for associates, including, at a minimum, a law degree.

18 7. All of the Cravath Law Clerks listed in Cravath’s First Interim Fee Application  
19 passed the Bar Examination prior to starting work at Cravath, and all have since been admitted to the  
20 Bar.

21 8. Prior to their admission to the Bar, Cravath Law Clerks worked under the direct  
22 supervision of partners and associates, all of whom are New York-licensed attorneys.

23 9. Cravath Law Clerks have not argued in Court or taken depositions in these  
24 Chapter 11 Cases.

1 I declare under penalty of perjury under the laws of the United States of America that  
2 the foregoing is true and correct.

3  
4 Dated: October 1, 2019

5 New York, New York

6 /s/ Paul H. Zumbro

7 Paul H. Zumbro  
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